

Exhibit 12

Redacted Portion
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Page 1

1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK

3 PIONEER BUSINESS SERVICES)
4 LLC d/b/a FOUR CORNERS)
5 AVIATION SERVICES,)
6)
7 Plaintiff/)
8 Counter-Defendant,)
9) Case No.
10 v.) 1:22-cv-06206-ALC
11)
12)
13)
14 VISTAJET US INC.,)
15)
16 Defendant/)
17 Counter-Plaintiff.)

18 *****

19 ORAL AND VIDEOTAPED DEPOSITION OF
20 CAMERON GOWANS
21 INDIVIDUALLY AND AS 30(b)(6) REPRESENTATIVE OF
22 PIONEER BUSINESS SERVICES LLC
23 D/B/A FOUR CORNERS AVIATION SERVICES
24 JANUARY 24, 2023
25 *****

1 and counter-plaintiff.

2 THE VIDEOGRAPHER: Will the court
3 reporter please swear in the witness, and we may
4 proceed.

5 CAMERON GOWANS,
6 having been first duly sworn, testified as follows:

7 EXAMINATION

8 BY MR. GUTCHESS:

9 Q. Could you please state your name for the
10 record.

11 A. Cameron Gowans.

12 Q. Cameron Gowans, all right.

13 Mr. Gowans, good morning. I understand you
14 are here to be deposed both in your individual capacity
15 as the president and also as to certain topics. Is that
16 right?

17 MS. COYLE: As to certain 30(b)(6)
18 topics, yes.

19 MR. GUTCHESS: Right.

20 Q. (BY MR. GUTCHESS) So I am going to just take
21 a moment and make sure we have the topics and make sure
22 I understand which topics they are.

23 So this is our notice. We don't need to mark
24 it as an exhibit, but I believe you have been designated
25 as the corporate rep for FCA's sales of VistaJet flight

Page 26

1 A. Mente is a broker for aircraft, yes.

2 Q. Okay. And what is a broker?

3 A. A broker is someone who either represents the
4 buyer or seller in the transaction.

5 Q. In the transaction.

6 How about in the charter market, what is a
7 broker?

8 A. A charter broker represents either the buyer
9 of charter services or the seller of charter services or
10 acts as an intermediary connecting the two.

11 Q. Okay. And does -- do any of your businesses
12 act as a broker in the charter business?

13 A. Yes.

14 MS. COYLE: Objection, form.

15 Q. (BY MR. GUTCHESS) Okay.

16 THE WITNESS: Sorry.

17 MS. COYLE: Just pause --

18 THE WITNESS: Sorry.

19 MS. COYLE: -- for a second. Okay?

20 Q. (BY MR. GUTCHESS) And which ones?

21 A. Four Corners.

22 Q. And do any of your businesses buy hours and
23 attempt to resell them?

24 MS. COYLE: Objection.

25 Q. (BY MR. GUTCHESS) Other than the SoftBank

1 deal.

2 A. No.

3 Q. When was FCA founded?

4 A. I think April of '21.

5 Q. Okay. And what role did you play in the
6 founding?

7 A. President.

8 Q. And what was -- what was the purpose of
9 creating the new company? What service was it going to
10 provide?

11 A. It would be an operator of business and
12 charter aircraft.

13 Q. What does that mean?

14 A. It means we would operate aircraft on behalf
15 of the owners, and we would charter those aircraft and
16 find charter for our clients.

17 Q. Okay. And what were your responsibilities as
18 president of FCA?

19 A. General leadership of the organization.

20 Q. Okay. Let's go into your background a little
21 bit.

22 A. Okay.

23 Q. Tell me about your college.

24 MS. COYLE: Objection.

25 Go ahead.

1 A. I went to college at the University of
2 Calgary.

3 Q. (BY MR. GUTCHESS) Oh, yeah? Okay. And what
4 did you study?

5 A. Business.

6 Q. Okay. And when did you graduate?

7 A. 1992.

8 Q. Okay. I graduated law school in '92.

9 And what did you do after college?

10 A. I went to work for at that time Canadair which
11 became part of Bombardier.

12 Q. Okay. And how long were you there?

13 A. A year.

14 Q. And take me through your career up to -- up to
15 today, if you don't mind just --

16 A. I went to Canadair as a sales engineer, then
17 went to Gulfstream as a sales engineer, then went to the
18 Canadian distributor of Cessna Citations as a
19 salesperson. Then went back to Gulfstream as a
20 salesperson. Then went to a fractional startup of
21 United Airlines. Then went to Delta AirElite, the
22 business jet operator of Delta Air Lines.

23 Q. Right.

24 A. I then went to Flight Options and then to
25 Embraer as a salesperson selling airplanes.

1 Q. Okay.

2 A. So --

3 Q. Any competitors in the Freedom --

4 A. No, not yet.

5 Q. I have another client who's offering computer
6 hardware and software as a service. He's very excited
7 about that.

8 A. Uh-huh.

9 Q. So hopefully -- hopefully he does well, and
10 hopefully you guys do well.

11 And when did you launch Freedom?

12 A. We formally launched it at CGI a year ago or a
13 year and a half ago. November --

14 Q. Okay.

15 A. -- 2021.

16 Q. Okay.

17 A. Or it's '23. And, you know, going back a
18 year, you have to count. Last year is not last year; it
19 was two years ago.

20 Q. Got it.

21 And how did you market Freedom?

22 A. Freedom we market to the existing Mente client
23 and prospect base.

24 Q. Right.

25 A. And then other possible interested parties.

1 Q. Okay. Did you have sales targets for Freedom?

2 A. Yes.

3 Q. And what were the sales targets?

4 A. I can't remember.

5 Q. Give me a ballpark.

6

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9

10 Q. Okay. And what is the Insight Card?

11 A. Insight Card is a program where we -- it's a
12 consulting or advisory program where we take the various
13 options a client has and compare them on a trip by trip
14 basis.

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21 Q. And did you have more clients before?

22 A. We had one that did not renew.

23 Q. And who was that?

24 A. I can't remember his name off the top of my
25 head.

1 Q. Okay. Okay. Let me just show you a couple
2 documents.

3 A. Okay.

4 Q. I'm going to give you Exhibit 3, which starts
5 with Bates stamp FCA 4335.

6 MS. COYLE: Thank you.

7 (Exhibit 3 marked.)

8 Q. (BY MR. GUTCHESS) I ask you what is
9 Exhibit 3?

10 A. This is a presentation for a prospect that
11 talks about all the different products and options that
12 Four Corners has.

13 Q. So on page 4338 it has the Charter Card?

14 A. Uh-huh.

15 Q. And then on 4340 is the Insight Card.

16 A. Uh-huh.

17 Q. And then on 4343 there's something called
18 Arbitrage. What is that?

19 A. This is an example of a given trip that has
20 different options that they can -- a customer can then
21 choose which option they prefer for that trip.

22 Q. Okay. And did you prepare this?

23 A. This specific presentation, no.

24 Q. Do you know who did?

25 A. Ray Bennett.

1 You can answer.

2 A. It wasn't a benefit. It was a restriction on
3 aircraft availability.

4 Q. (BY MR. GUTCHESS) What does that mean?

5 A. We could -- we were only guaranteed one
6 aircraft at a time from Vista.

7 Q. So how does doing it through the Insight Card
8 address that issue?

9 A. If we had two clients call at the same time or
10 call for an aircraft at the same time and Vista could
11 only provide one aircraft, we would have to source an
12 aircraft from the charter market.

13 Q. And then do you see your response? You have
14 suggestions and comments attached. And then it says,
15 Brand it as Insight Vista.

16 And when you say attached, is this the
17 attachment? Are these your comments in the attachment?

18 A. I don't see my comments attached, but I can
19 see where I made some suggestions.

20 Q. Oh, okay. Why don't you take me through that
21 and show me what are your suggestions.

22 A. Well, you can see from the email it says
23 rather than blocks of 100 hours, we should sell in
24 blocks of 150 hours and then added some description of
25 the aircraft that they would be flying on and added some

1 conditions that they would have to follow.

2 Q. Okay. And then when you say you added a
3 description of the aircraft, is that the -- on page
4 5045?

5 A. Yes.

6 Q. Okay. And where did you get that information?

7 A. From the VistaJet website.

8 Q. Okay. And you just cut and pasted it into
9 this presentation?

10 A. Yes, and verified the information.

11 Q. Okay. And then on the first page, is that a
12 VistaJet jet photo?

13 A. Yes.

14 Q. And where did you get that?

15 A. From the internet.

16 Q. Okay. And then when you go back to the first
17 page of the email you say, Brand it as Insight Vista.

18 What did you mean by that?

19 A. That it would be part or an option within the
20 Insight Card that you could pick up Vista hours, which
21 we ended up not doing.

22 Q. What do you mean you ended up not doing it?

23 A. We didn't brand it as Insight Vista.

24 Q. Okay. What would it have been if you had
25 branded it as Insight Vista?

1 A. Instead of calling it with Insight With Vista
2 Availability, it would have been Insight Vista, which we
3 did not do.

4 Q. Which one did you not do?

5 A. Insight Vista.

6 Q. Okay. So how is Insight With Vista
7 Availability different from just Insight Vista?

8 A. I don't know how we came to the conclusion. I
9 don't remember.

10 Q. Okay. And why did you suggest blocks of 150?

11 A. Because with only eight users, if we sold them
12 only in blocks of 100, we would have more -- we have
13 unsold hours that we couldn't --

14 Q. Right.

15 A. -- deliver on.

16 Q. And when you say that it's eight users at 150
17 each, equals 1200 hours, leaving us only with 50 --
18 approximately 50 hours to buy on the open market. What
19 are the 50 hours to buy on the open market?

20 A. Well, we had at this time approximately
21 1100 hours that were under discussion.

22 Q. Right.

23 A. Or 1150, sorry.

24 Q. Okay.

25 A. So if we sold eight --

1 Q. Okay. So this plan is just for that second
2 quarter?

3 A. Correct.

4 Q. Okay. And then so a clear measure of success
5 would be if you had 50 percent of the hours sold and
6 pre-paid by June 30, 2022?

7 A. Correct.

8 Q. And how did you come up with that?

9 A. Come up with the goal?

10 Q. Yeah.

11 A. We had a -- we had a limited number of -- a
12 limited time to sell these hours or these hours that we
13 could use, so we had to sell them as fast as possible.

14 Q. Right.

15 And I'm guessing if you are selling a 150-hour
16 block, you're more likely to find a buyer for that in
17 April 2022 if it runs out in September '23 than if you
18 were to sell it in October 2022.

19 MS. COYLE: Objection.

20 Q. (BY MR. GUTCHESS) Right?

21 MS. COYLE: Sorry.

22 Q. (BY MR. GUTCHESS) The fewer months are left,
23 the harder it is to sell the larger blocks?

24 A. The less time they have to use them.

25 Q. Right.

1 And did you reach that goal of having
2 50 percent of the hours sold and pre-paid by June 30?

3 A. No.

4 Q. What percentage of the hours did you have sold
5 by June 30?

6 A. We had the three contracts.

7 Q. Okay. And who were the three contracts?

A. EF Hutton -- or, sorry, EF Falcon. I've been reading too much. EF Falcon, DFO and Coca-Cola.

10 Q. Okay. And how many hours did each buy?

11 A. I'd have to look at my notes to remember
12 exactly.

13 Q. Okay.

14 (Exhibit 21 marked.)

15 Q. (BY MR. GUTCHESS) Handing you Exhibit 21,
16 which bears Bates stamp FCA 809. Do you recognize
17 Exhibit 21?

18 A. Give me a minute, please.

19 Q. Yeah.

A. I reviewed it.

21 Q. What is Exhibit 21?

22 MS. COYLE: 21?

23 MR. GUTCHESS:

24 MS. COYLE: I thought you said 20, sorry.

25 A. A draft of the presentation to share with the

1 FCA and Mente sales team.

2 Q. (BY MR. GUTCHESS) Oh, okay. And for what
3 purpose?

4 A. So that they knew what the opportunity was and
5 what they would be presenting to the customer.

6 Q. Okay. And who is Mr. Voss?

7 A. Kevin Voss is the director of membership
8 programs. He's an employee of Four Corners.

9 Q. Okay. And is this -- did you prepare the
10 attachment, Insight Vista Sales Team Overview?

11 A. Yes.

12 Q. Okay. And then so how did this work? Did you
13 have a meeting with all the sales team to go over it,
14 everybody gets a copy, and then you get together and you
15 discuss it?

16 MS. COYLE: Objection.

17 A. This was a Teams meeting.

18 Q. (BY MR. GUTCHESS) Okay. By Teams meeting,
19 you mean a video --

20 A. Correct.

21 Q. -- that everyone sits on the computer and
22 stares into the video?

23 Does FCA have salespeople located in different
24 parts of the country? Is that why?

25 A. FCA, no.

1 A. EF Falcon is an interim lift client.

2 Q. Right, okay.

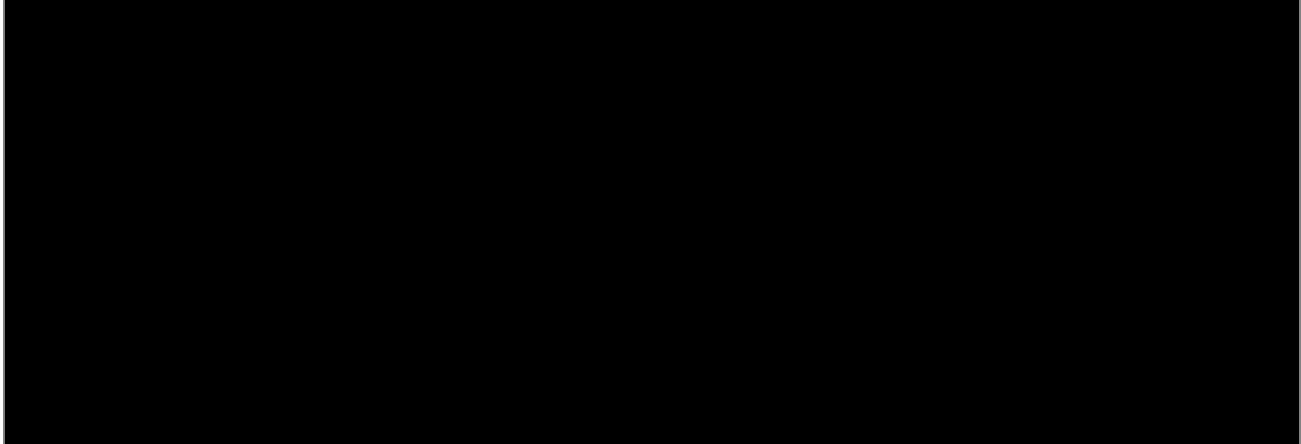
3 What about the fractional users client?

4 MS. COYLE: Objection.

5 A. That would involve finding people who were
6 flying fractionally.

7 Q. (BY MR. GUTCHESS) Did anybody come to mind?

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15 Q. Okay. But other than -- and I'm sorry I'm
16 confusing this. As of April 1, when the deal closed,
17 you felt pretty confident that you could sell it to DFO?

18 A. Yes.

19 Q. And did you also say EF Falcon as well?

20 A. No.

21 Q. So anyone other than DFO that you felt
22 confident about as of April 1?

23 A. I wasn't -- I didn't have the specifics of the
24 clients that had been talked to.

25 MR. GUTCHESS: All right. Take that.

1 Let's mark that.

2 (Exhibit 22 marked.)

3 Q. (BY MR. GUTCHESS) Handing you Exhibit 22, it
4 bears Bates stamp FCA 4987, an email from yourself to
5 Mr. Proctor and Mr. Rodgers and Mr. Lewis, subject:
6 Insight Opportunity - prospect presentation, with the
7 attachment Insight Vista Opportunity.

8 Do you recognize Exhibit 22?

9 A. Yes.

10 Q. And what is Exhibit 22?

11 A. 22 is the draft of the sales presentation to
12 go out to prospects.

13 Q. Okay. And this was a sales presentation that
14 you drafted?

15 A. Yes.

16 Q. And you say, I'm waiting to send it to two
17 prospects.

18 Do you know who those two prospects were?

19 [REDACTED]
20 Q. Okay. In the sales presentation entitled
21 "Insight Card with Vista Opportunity," did you ever --

22 MS. COYLE: Is this --

23 A. Is this still on Exhibit 22?

24 Q. (BY MR. GUTCHESS) Exhibit 22, yeah.

25 A. Okay.

1 Q. Sorry.

2 A. Okay.

3 Q. Did you ever reach out to VistaJet and ask
4 their consent to use their name or their photographs
5 or --

6 A. No.

7 MR. GUTCHESS: Okay. Mark that.

8 (Exhibit 23 marked.)

9 Q. (BY MR. GUTCHESS) Handing you Exhibit 23,
10 Bates 2572, email dated April 12, 2022, from Kevin
11 Voss --

12 A. Yeah.

13 Q. -- copying yourself. It is sent to Pat
14 Wallace. Who is Pat Wallace?

15 A. Pat Wallace works for DFO.

16 Q. Okay. For DFO.

17 And then who is David Lessing?

18 A. Also works for DFO.

19 Q. Okay. And Jim Yacone?

20 A. Yes.

21 Q. Okay. And so this is Kevin Voss just sending
22 a draft of the Insight Card with Vista Opportunity
23 PowerPoint. Correct?

24 A. (Witness nods head.)

25 MS. COYLE: Objection.

[000285 - 2023]

Page 112

0			2
000285	5:23	100:16 1,900 76:20	12865 110:23 12:24 87:18,19
000832	5:18	1.310 111:25	13 4:10,12 5:6
001274	6:4	1/19/2022 4:16	9:17 16:3 21:2
001358	6:8	10 5:2 47:23,24	55:23,24 56:2,4
001899	6:2	10,000 42:12	13,500 96:13
002204	5:25	10/31/23 110:25	1344 100:15
002590	5:21	100 6:7 61:23	135 88:15
002789	5:7	63:12 72:8,18	14 5:8 56:13,15
002906	5:8	10020 3:6	56:16,22
003036	5:10	101 6:9,10	15 5:9 47:25
003039	4:21	106 4:5	58:8,9,12 60:2
003043	4:24	107 4:3	150 61:24 63:10
003870	6:6	108 4:6	63:16 64:2
004084	6:11	10:37 50:4,5	73:15 88:15
004347	4:15	10:51 50:5,7	96:12,12,19,21
004475	5:5	11 5:3 9:13 10:5	15th 48:2 50:17
004986	5:15	50:9,15,16 80:6	56:8
005002	5:19	94:5	16 4:18 5:11
005004	5:2	110 4:7	36:8 60:5,6,8
005008	5:4	1100 42:9 63:21	17 5:12 64:4,5,6
005034	4:19	1150 63:23	18 5:14 65:14,15
005050	5:11	11:30 68:4,5	1896 92:11
005661	4:17	11:50 68:5,7	19 5:15 6:3 35:7
021969	4:13	11th 47:7,13	66:13,15
023067	4:22	12 5:5 42:14	19,750 36:15,23
023147	4:11	51:24 52:1	37:4
030320	5:13	83:10 86:13	1992 28:7
036055	6:9	12,000 42:10	1:18 87:19,21
036921	5:22	12,500 76:16	1:22 1:6 7:12
06206	1:6 7:12	12.5 76:25	1:53 106:8,9
		1200 63:17 64:2	1st 80:3,4
		1251 3:5	
		1259 95:3	
1			
1	4:10,12 13:9 13:11,16 44:1 76:4 81:16,22		2023 1:17 2:4 3:6 7:3 108:3 110:21 111:3,4

[21 - 5050]

Page 113

21 5:17 7:13 27:4 51:25 74:14,15,17,21 74:22 212-822-2280... 3:6 2121 3:11 2189 89:4 2193 13:14 21935 13:14 21944 14:10 21st 93:1 22 5:19 11:8 55:25 82:2,3,8 82:10,11,23,24 23 5:20 9:20 32:17 73:17 83:8,9 23002 47:6 23066 41:7 23144 13:11 24 1:17 5:22 84:12,14 86:18 108:3 24th 2:4 7:3 111:4 25 5:23 58:11 60:14 87:22,24 2572 83:10 26 5:24 89:3,7,8 90:11 92:25 93:9 27 6:2 92:8,10 2780 55:25	28 4:20 6:3 95:1 95:2 100:6 280 72:5 283 87:25 2874 56:15 29 6:5 65:16 66:15 96:7,10 2:02 106:9,11 2:03 2:5 107:23 107:25 2nd 3:11 2s 11:9 3 3 4:2,14 34:4,7,9 44:3 3/11/2022 4:25 3/15/2022 5:2,3 3/21/2022 5:5 3/25/2022 5:9,11 3/29/2022 5:14 5:15 3/5/2022 4:22 30 1:14 6:6 8:17 22:21 23:22 41:8 72:24 73:6 74:2,5 98:22,23 100:8 111:16,24 300 72:1,3,5 3025 58:10 3030 58:20 30313 64:6 3040 43:22 305-297-1878 3:12	3073 37:25 31 3:6 6:7 79:15 100:13,14,19,21 31st 78:8,22 80:1 110:21 111:3 32 6:9 101:10,11 101:14,16,18 33 6:10 101:24 102:1,3,5 105:5 33127 3:12 34 4:14 76:16,23 76:25 35 4:16 36 4:18 3600 2:8 7:13 36029 101:12 36920 84:14 37 4:20 37th 3:5 3842 98:24 4 4 4:16 35:5,6,10 68:10 78:5 4/21 89:5 4/21/2022 5:24 4/4/2022 5:16 4/7/2022 5:17 4/8/2022 5:19 4018 110:25 4077 102:1 4082 102:21 41 4:22 43 4:23	4335 34:5 4338 34:13 4340 34:15 4343 34:17 47 4:25 5:2 4774 51:24 489 68:10 490 68:10 4917 65:16 4974 66:15 4987 82:4 5 5 4:18 35:23 36:2,4,9 5/27/2022 6:10 5/27/22 102:2 5/9/2022 5:22 50 5:3 24:1 47:11,13,15 63:17,18,19 73:5 74:2 500 44:20 103:17 5000-6000 100:17 5000/6000 77:4 77:21 5003 47:25 5005 50:16 5033 36:5 5036 60:8 5041 60:11 5045 62:4 5050 60:9
--	--	--	--

52 5:5		accessing 30:6 30:23	ad 77:5
5214 96:10	8	account 36:17 36:24 96:14	added 61:24,25 62:2 66:7
55 5:6	809 74:16	accountant	addendum
56 5:8	812 76:4	70:11	64:17
5654 35:7	815 77:1	accuracy 111:9	additional 66:7
5676395 111:4	82 5:19	achievement	address 61:8 68:21
58 5:9	83 5:20	acknowledged	administer
	84 5:22	109:15	110:4
6	87 5:23	acquire 23:9	administered
6 1:14 4:20 8:17	89 5:24	acquired 15:21	administrative
37:22,23,25		15:24 50:11	16:13 66:19
41:8	9	acquiring 23:11	advantage 29:8
6/1/2022 6:7	9 4:25 9:10 47:4	25:16	advantages
6/17 98:24	47:5 52:11	acquisition	46:20,21
6/17/2022 6:6	84:16 92:10	22:17,23 39:5,8	advice 15:17
6/21/2022 6:5	92 6:2 28:8	acquisitions	17:7 18:19
6/21/22 96:10	921 84:15	22:19 23:23	21:24
60 5:11 24:1	95 6:3	acronym 68:25	advise 22:16
600 103:17	96 6:5	act 25:20 26:12	23:5
6000 38:7 76:21	98 6:6	acting 43:13	advised 23:23
6000/5000 58:20	9:30 2:5 7:3	action 7:18	advises 21:25
64 5:12	52:10	68:16,17,18	advising 22:23
65 5:14		69:2,4,7,10 78:4	23:4 29:9
66 5:15	a	110:10	advisor 31:19
68 5:16	a.m. 2:5 7:3	acts 26:10	advisory 21:23
	50:4,5,5 52:9	actual 57:17	33:12
7	68:5,5	58:1	affiliate 100:24
7 4:3,22 9:1 41:3	able 48:25 49:7	actually 25:16	affiliation 7:21
41:5,7,10,13,25	94:7,14 104:16	50:12 64:13	affirmations
43:14 44:12	above 2:3 76:19	78:8 92:25	110:5
74 5:17	109:3 111:6	96:22	affix 109:2
75 24:1	absent 17:15		
7500 36:13 38:7	academic 29:13		
77:4,21	access 21:25		
75k 96:13	58:20		

[agency - assigned]

Page 115

agency 4:17 35:13,14 ago 32:12,13,19 agree 12:25 18:5 21:11 48:12 97:8 agreed 16:5,21 17:2 21:3 53:24 94:18 agreement 4:10 4:12,17 9:1,15 12:10,13 13:1,6 13:17 14:4,9,10 14:21,25 15:1,3 15:4,5,7,13 16:2 16:2,8,9,15,21 17:2,10,13,21 17:23,25 18:2,4 18:6,11,15 21:12,20 30:10 30:22 35:9,9,13 35:14 45:10 57:7,16,17 64:8 64:12,15 65:12 84:7 85:6 86:3 92:4 94:8,12,14 94:15,18,22 99:7,12 100:17 100:22 101:3,6 agreements 14:8 15:7,10 35:17 106:17,21 agrees 16:6 ah 104:25	ahead 27:25 30:19 54:6 air 28:22 31:25 aircraft 22:2,17 22:19,24 23:1,9 23:14,15,22 24:17,18,19,20 24:20 25:17,18 25:25 26:1 27:12,14,15 29:4,20 30:1,2,2 30:7,17,21 31:17 39:11 42:6 61:3,6,10 61:11,12,25 62:3 89:13 103:17 104:12 104:24 aircrafts 23:17 airelite 28:21 airlines 28:21 airplane 29:21 39:9 42:25 84:20 106:24 airplanes 28:25 39:3 104:22 akerman 2:7 3:5 7:22 akerman.com 3:7,7 111:2 alc 1:6 7:12 alejandra 3:10 3:13 7:25 allowed 110:18	alyssa 66:16,18 americas 3:5 amount 69:22 analogy 51:15 analyzing 44:17 answer 9:6 10:23 12:16 14:24 18:20 19:25 20:19 21:8 25:23 44:15 55:13 56:20 61:1 65:5 answered 87:5 anybody 81:7 anytime 24:16 24:20 anyways 41:9 apologies 79:10 apologize 13:14 45:17 87:15 appearances 3:1 4:2 appeared 109:11 appears 84:15 appended 110:19 approval 64:22 65:2,8,11 84:10 approve 99:14 99:15 approved 52:4 64:21 93:13,17	94:1,3 approximately 22:21 63:18,20 april 4:12 5:20 5:23 6:2,9 11:4 12:3,3 27:4 68:10 73:17 78:5 80:3,4 81:13,16,22 83:10 93:1 aqua 33:20 52:11 82:19 aquila 10:11,12 10:12 15:21,24 15:24,25 22:4,5 22:11 29:3 50:11,13 arbitrage 34:18 area 66:20 arose 77:18 asked 20:12,17 20:20,22 21:4 41:18 87:4 92:22 94:21 asking 12:7 19:13,20 58:14 67:13 80:12 84:6,9,18 90:1 90:20,22 95:7 101:22 103:5 asks 44:19 93:3 94:7 assigned 9:1 14:21
--	--	--	--

[assignment - boss]

Page 116

assignment 4:12 14:4,9 16:2 57:16 64:12,15	attorney 110:7 110:9 111:13	back 28:19 32:17 44:1,12	74:16 82:4 84:14
assist 22:20 24:9	attorneys 101:4 101:6	50:6 51:3 56:8 57:2 59:22	behalf 7:23,25 25:19 27:14
assistant 66:19	author 43:24	62:16 68:6 78:4	29:21 30:3
associated 77:22	authority 43:14	81:11 86:6	45:21
assumed 14:22 85:5,11 86:1,18	authorized 110:4	87:20 92:24 95:4 105:5	believe 8:24 16:19 18:9,13
assuming 48:3 48:13	availability 61:3 63:2,7 86:24 99:19 100:3,9	106:10	80:16
assumption 4:12 14:4,9 16:2 57:15 64:12,15	available 23:1 23:19 52:10 103:19 111:6	background 27:20	benefit 61:2
attached 58:17 59:5 61:14,16 61:18 91:2 111:11	avenue 2:7 3:5 3:11 7:13	ballpark 33:5	benefits 60:24
attaches 90:25	aviation 1:3,16 3:3 7:9 10:11,17	bank 70:12,14	bennett 34:25 35:1,2,8 65:18
attachment 4:16 5:15,17,19 6:6,7 6:10 48:3,11 58:18 59:1 60:9 61:17,17 64:11 64:14 66:24 75:10 82:7 91:3 99:6,18 102:2	30:6 31:19 39:2 42:4 50:12 100:17 111:4	banking 40:23	66:6
attachments 5:7 5:8,10,11,13,24 6:4 35:12 99:3	avoidance 16:15	base 32:23	better 56:20
attempt 26:23	await 107:9	baseball 51:14	big 25:12 51:11
attempting 102:24	aware 47:12 57:11,14 86:25 92:13 93:23	based 15:17 17:7 18:19,20 42:7	54:5 55:7,8
attention 38:1	axs 3:11	basic 25:5	bit 27:21
	axslawgroup.... 3:13,13	basically 24:16 30:20	blah 105:10,10
	b	basis 33:14	105:10
	b 1:3,14,16 3:2 7:9 8:17 41:8 111:4	bates 13:11,14 34:5 35:6 36:4 37:25 56:15 64:6 65:16 66:15 68:10 74:16 82:4 83:10 84:14 87:24 92:11 98:24 102:1	block 55:7,11 73:16 76:5 77:3 78:1
		bathroom 49:22	blocks 48:22 49:4 61:23,24 63:10,12 73:23 76:19 77:20,20
		bears 36:4 37:25 60:8 64:6	board 40:21
			bombardier 28:11 104:2,6
			bonda 40:7
			book 30:12,16 91:22
			boss 67:8

[bottom - challenger]

Page 117

bottom 14:15 52:2 67:25	built 59:23	called 34:17	62:20 71:3
bought 37:3	bulk 25:9	calling 63:1	82:21 83:22
brand 61:15 62:17,23	bunch 29:13 38:7 67:11	105:9	84:3 95:8 99:7
branded 62:25	bushouse 40:6	calls 15:14 17:4	99:18 100:2,3,9
brandt 2:5 7:17 110:24	business 1:2,15 3:2 7:8 21:25 22:2 26:12 27:11 28:5,22 30:6 39:2 48:25	18:17 19:5 52:24 53:1 67:12 105:11	109:14
breach 18:16 19:3	cam 59:21 96:15	cards 22:1 25:4	career 28:14
break 49:22 50:5 68:1,5 87:9 87:19 106:9	cameron 1:13 2:1 4:4 7:8 8:5 8:11,12 69:13 77:25,25 78:2 111:4	29:5	carfagna 89:10 89:11 93:2
breakout 50:1	businesses 109:1,6,11 25:20 26:11,22	case 1:5 7:11 98:12,13	cash 29:17 51:7 70:3,6,6,6,7,11
brian 43:17 47:6 55:17,19 56:23 60:18 90:6,22 94:21	buy 25:9 26:22 43:1 45:22 55:11 63:18,19	canadair 28:10 28:16	categories 78:15
brief 49:21	74:10 80:16 88:20 96:22	canadian 28:18	cause 2:4 65:2
brochures 106:18,21	buyer 26:4,8 73:16	candidate 38:11 39:1	caution 15:16 17:17 18:8 65:3
broker 25:21,24 26:1,2,3,7,8,12 45:2 89:13 90:22 95:17,19 96:13 97:1	buying 29:9 39:9 96:21	candidates 53:10,13	certain 8:15,17 66:9 85:3
brokers 31:22 31:24,25 97:4,8 97:13,25	buzzer 105:19	capacity 8:14	certificate 4:7 110:1
bronco 23:11	c	card 24:24 25:6	certified 110:2
build 48:25 49:8 49:16 59:17	c 2:5 7:1 110:24	25:8,9 29:22	certify 110:3
building 59:13 59:24	c's 71:4 85:5,16 85:21,25	30:5,11,11,12	cessna 28:18
	calgary 28:2	30:22,25 31:20	cetera 9:21
	call 10:21 39:24 52:11 53:6,8,9 53:23 61:9,10 96:15	31:21 33:10,11	cgi 32:12
		33:16 34:13,15	chain 36:7 38:1 43:22 44:2 48:1
		35:9,14 36:19	50:17 52:2
		37:7,13 38:13	55:25 95:9
		58:18,22 59:2	challenger
		59:11,11,12,17	44:21
		59:22,25 60:16	
		60:20,22 61:7	

[change - concerning]

Page 118

change 108:4	citations 28:18	90:2,21,23	communicatio...
changed 100:10	civil 2:9 111:24	103:12 104:24	9:14 10:5
changes 4:6	111:24	closed 78:7,8	companies
64:11 108:1	claiming 94:2	81:16	31:23,25 103:20
110:17 111:9	clarification	closing 79:21	103:21 104:20
channel 105:6	50:10,14	81:10	104:21
channels 102:22	clarify 24:6	coca 74:9 79:11	company 18:24
102:23,25 103:4	clause 16:3 17:1	79:12	19:3 22:5,6,7
103:6	17:1 21:2 65:8	coin 29:14	27:9 42:7 49:14
charge 59:24	65:11	cola 74:9 79:11	compare 33:13
charges 36:13	clay 42:4,5,6	79:12	comparing 23:1
charter 22:1	clear 73:4 97:23	cold 105:10	comparison
24:24 25:4,6,8	client 20:8,8	college 27:23	37:14
25:10,12 26:6,8	32:5,22 33:13	28:1,9	comparisons
26:9,9,12 27:12	38:13,19,23	combination	36:19
27:15,16 29:21	39:8 45:18	77:21	competitor
30:5,11,23	47:20 54:5	come 49:9 59:14	89:14
31:20,21,22,23	64:25 67:9	72:3 73:8,9 81:7	competitors
31:24,24 34:13	77:23 78:3 81:1	comes 24:19	31:11,13,17
35:9,14 42:6	81:3 84:21,22	59:21	32:3 37:7
45:8 48:19,21	85:16,22 86:25	coming 80:1,5	completed
61:12 66:25	89:23 90:17	61:17,18	111:16
88:11,23,24	91:12,15 94:8	commercial	completion
103:20,21	95:8,11	11:2,5	110:15
check 37:14	client's 78:18	commission	components
66:9	clients 9:17,18	97:4,9,11,15	15:20 70:22
chief 10:13 11:2	20:13 21:25	98:10,19 109:25	compound
11:4 44:7	22:16 24:10	commissions	19:12
choose 34:21	27:16 29:9	98:1	computer 32:5
christine 56:24	30:12,17 33:7	commitment	75:21
chunks 55:8	33:15,21 39:6	25:2	concept 30:20
88:8,15	42:11 43:12	commonwealth	concern 55:2
circumstance	49:4 53:18 61:9	35:9,10	96:4
77:13	79:5 80:20,22		concerning
	80:22 81:24		101:21

[concerns - coyle]

Page 119

concerns	55:6 65:8	57:8 83:4	81:12	76:11,13,14 83:23 86:4			
concludes	107:2	consider	78:1	88:10 91:1,4,10			
conclusion	15:15 17:5 18:18 19:6 63:8	consideration	109:17	95:23 98:9			
conditioned	16:14	considerations	77:3	101:1,23 104:8 104:18 109:3			
conditions	39:16 62:1 71:5 79:24 84:20 85:11 86:10,18 86:19 91:4,9,16 91:25 94:11 106:17,20	considered	77:20 111:17	corrected	43:2		
conference	49:25	consists	14:8	correctly	16:18		
confident	80:13 81:17,22	consulting	33:12	counsel	7:20 15:18 110:8,9		
confidential	12:20,22 13:1 16:9,16,22 17:3 18:6 94:19 107:11	contact	42:9	count	32:18		
confidentiality	20:9	contained	16:7	counter	1:5,9 8:1 56:9		
confirmation	57:5	contemplates	25:14	country	40:13 75:24		
confusing	81:16	contents	16:8 17:10 19:21	county	109:9		
connecting	26:10	contest	13:4	couple	34:1 44:20		
connection	97:16	continuation	35:3 38:5 45:2	court	1:1 7:11 7:16 8:2		
consent	16:13 17:15 21:5,19	contract	51:1 18:16 19:4 25:10,14 56:18,19,19 67:12,16 79:9 85:3,5,11,16,19 85:25 86:18 87:2 88:20 101:21	corporate	4:14 8:25 24:4 30:9 90:8	covered	9:24 67:14
		contracts	16:17 74:6,7 98:8	correct	9:3,12 9:16,19,22 18:3 19:23 24:11	coyle	3:4 4:5 7:22,22 8:17 9:3 9:6,9,12,16,19
		control	46:23		9:22,25 10:4,8 10:22 12:15 13:15 14:12,17		
		conversation	56:23		14:23 15:11,14 16:23 17:4,14		
		conversations	7:5 65:4 78:23		17:17 18:7,17 18:25 19:5,12 19:24 21:7,14 21:17 25:22 26:14,17,19,24		

[coyle - different]

Page 120

27:24 30:18 34:6 36:1,6,25 37:9,12 40:1 41:14 46:6,13 48:8,15 49:25 50:18,21,23 52:20 54:16,22 54:24 55:13 56:21 57:19,22 58:4,13 59:3 60:10,25 65:3 65:25 69:3,25 70:5 73:19,21 74:22,24 75:16 77:7 79:2,22 80:11 81:4 82:22 83:25 86:5,7,14,21 87:4,13 88:1,14 88:18 89:9,20 90:3 91:5,11,19 92:1,4 93:19 94:20 95:20 96:2 98:2 99:16 99:23 102:11 104:14 105:16 106:6,15,25 create 69:24 70:3,6 creating 27:9 crew 31:1,5 crr 2:6 110:24 csr 2:6 110:24 110:25	curiosity 22:8 current 76:20 85:2 currently 10:3,9 customer 34:20 54:10 64:21 75:5 89:23 customers 64:19 cut 19:19 44:13 62:8 cv 1:6 7:12	day 2:4 49:10 84:21 85:4 109:11,19 110:21 days 111:17 deal 12:19 19:9 19:15 20:10 27:1 48:18 52:19 71:1 78:7 78:8 79:21 81:10,16 96:12 96:19 d	deposition 1:12 2:1 4:9 5:1 6:1 7:7,12 108:3 109:2 110:11,13 110:15 description 61:24 62:3 109:13 designated 8:24 designation 107:9 detail 44:17 detailing 44:10 details 43:3 57:7 determine 72:6 79:18 dfo 33:19 38:10 38:12,25 74:9 78:18,21 79:16 define 71:9 defined 71:3,12 delayed 16:14 deliver 63:15 delivers 24:18 delivery 39:9 delta 28:21,22 depend 77:13 depending 23:13,14 80:23 depends 23:19 deponent 110:17 deposed 8:14 deposing 111:13
---	--	--	--

[different - equals]

Page 121

100:8 102:16,18 digit 24:1 direct 36:15 38:1 directly 19:17 19:18 director 39:21 39:25 40:24 75:7 88:4 directors 40:2,9 40:21 41:18,22 102:9 disclose 16:10 17:9,12,20,25 18:4,10 21:19 106:16,21 disclosed 18:14 disclosure 4:10 16:10,11 21:5 21:11 discounted 38:9 discuss 52:9 75:15 discussed 67:21 discussion 17:18 52:14,16 54:9,15 63:21 88:7 97:6 discussions 46:16 65:1 72:10 81:9 dispose 49:5 distinct 29:22 distribute 19:10	distributed 20:3 distributor 28:18 district 1:1,1 7:10,11 document 92:2 109:14 documents 12:5 12:23 34:2 doing 54:4 60:24 61:7 62:21,22 78:2 89:25 90:5,6 105:8 door 49:25 double 51:16 doubles 51:10 doubt 16:15 draft 56:18 59:8 64:12,14 74:25 82:11 83:22 102:8,12 103:1 drafted 60:1 82:14 drafting 67:15 99:11,13 duly 2:3 8:6 110:6 duplicate 60:11 e e 7:1,1 111:24 111:25 eagle 22:12,13 earlier 50:11	early 105:23 eaten 87:10 echoed 94:12 edge 89:6,11,12 89:14,22 90:1 90:16,20 92:12 ef 74:8,8,9 79:7 79:8 81:1,19 efforts 41:22 90:12 eight 45:10,11 46:5,9,11 54:10 54:11,13,21 55:2 63:11,16 door 49:25 double 51:16 doubles 51:10 doubt 16:15 draft 56:18 59:8 64:12,14 74:25 82:11 83:22 102:8,12 103:1 drafted 60:1 82:14 drafting 67:15 99:11,13 duly 2:3 8:6 110:6 duplicate 60:11 e e 7:1,1 111:24 111:25 eagle 22:12,13 earlier 50:11	66:1,15 68:10 82:4 83:10 87:24 89:4 91:1 92:10 93:1 95:9 95:24 96:10 98:24 100:15 101:12,19 102:2 111:13 emailed 111:15 emailing 52:3 emails 36:11 41:12 43:23 67:11 88:6 105:11 embraer 28:25 employed 10:3 10:10,14 employee 75:8 110:7,9 employees 36:12 40:19 ended 62:21,22 107:25 engineer 28:16 28:17 ensure 57:6 enter 39:11 entire 30:23 entities 24:4 54:13 entitled 82:20 entity 100:25 equals 63:17 70:2
--	---	--	---

equipment	executive 31:18	93:9 95:1,2 96:7	extent 16:11
104:1	exhibit 4:10,12	96:10 98:22,23	f
errata 111:11	4:14,16,18,20	100:4,8,13,14	fact 19:8 47:15
111:13,16	4:22,23,25 5:2,3	100:19,21	105:19
error 51:15	5:5,6,8,9,11,12	101:10,11,14,16	fails 111:20
essence 19:21	5:14,15,16,17	101:18,24 102:1	failure 64:24
essential 33:19	5:19,20,22,23	102:3,5	falcon 74:8,9
33:19,20	5:24 6:2,3,5,6,7	exhibits 4:9 5:1	79:7,8 81:1,19
essentially 25:9	6:9,10 8:24 13:9	6:1 35:22	fast 73:13
85:6	13:11,12,13,16	existence 12:25	favor 36:1
et 9:21	13:25 14:1,3,5,7	16:9,21 17:2,12	fca 10:21 11:1
everybody	15:6 34:4,7,9	17:21,25 18:2	12:25 13:11,14
75:14	35:5,6,10 36:2,4	21:20	14:10 16:21
exact 81:14	36:9 37:23,25	existing 32:22	17:1,9,12,20,24
exactly 12:24	41:5,7,10,13,25	38:19,23 64:25	18:5,10 19:8,14
13:2 74:12	43:14,20,21	exp 110:25	20:8,12,22 21:4
examination 4:5	44:12 47:3,4,5	expenses 70:1	21:10,19 27:3
4:5 8:7 106:14	47:23,24 50:9	70:14	27:18 29:19,20
examined 110:5	50:15,16 51:24	expires 109:25	30:12 31:11
example 34:19	52:1 55:23,24	explain 41:16	34:5 35:6 36:4
104:2	56:2,4,13,15,16	44:24,25 51:17	37:25 41:7
examples 31:15	56:22 57:22	65:23 94:23	43:22 45:7,25
31:17 103:21	58:8,9,12 60:2,5	explaining	47:5,25 48:3,4
exceed 72:15	60:6,8 64:4,5,6	64:11	49:13 50:16
except 109:3	65:14,15 66:13	explanation	51:24 53:9,18
exchange 84:15	66:15 68:8,10	25:6 54:19	55:25 56:15
101:19	68:13,15 74:14	expound 53:19	57:11 58:9,19
exchanges 56:5	74:15,17,21	express 55:1,3	60:8,9,11,24
excited 32:6	78:6 82:2,3,8,10	55:16 78:24	65:16 66:10
exclusive 89:17	82:23,24 83:8,9	expressed 43:7	68:10 74:16
excuse 7:13 87:8	84:12,14 86:7,9	109:17	75:1,23,25 76:4
executed 56:17	86:13,18,19	expressing 66:3	76:5 82:4 84:14
56:19 109:16	87:22,24 89:3,7	79:16	87:24 89:4,14
execution	89:8 90:11 92:3	extend 51:14	92:11 94:15
100:18	92:4,8,10,25,25		95:2 96:10 97:4

[fca - fractionals]

Page 123

97:8,11,15,25	fca021935	4:13	finding 24:10 81:5 88:25	form 26:14 70:17
98:17,24 100:15	fca023002	4:25	finish 10:22 37:9 54:22	formally 32:12 forwarded 56:9 56:24 93:1,2,7
101:5,11 102:1	fca023066	4:22	104:14	forwarding 64:7
102:24 103:4	fca023144	4:11	firm 7:17 21:23	forwards 52:8 56:16
fca's 8:25 9:10 9:13,17,20 10:5	fca030313	5:13	first 8:6 16:1 35:11 48:1	foundation 12:15 16:23 54:16
12:19 52:5,6 56:9 90:9,9,11	fca036029	6:9	58:16 62:11,16	foundational 68:23,25
fca000283 5:23	fca036920	5:22	70:24 71:24	founded 27:3 foundering 27:6
fca000489 5:16	february	11:5	95:9 99:6	four 1:3,16 3:2 7:9 10:16 12:3
fca000806 5:18		36:8	five 25:19 49:22	26:21 29:3 30:1
fca001259 6:4	federal	2:8	68:1 80:22	31:9 34:12 35:2
fca001344 6:8		111:18,24	106:3	38:5 40:4 45:1
fca001896 6:2	feel	80:10,12	fl 111:14	50:12 75:8
fca002189 5:25		87:11	fleet 22:25	89:17 100:17
fca002572 5:21	felt	80:12 81:17	flight 8:25 28:24	103:11
fca002780 5:7		81:21	flights 30:12,16	fourth 103:14
fca002874 5:8	fewer	73:22	flip 56:8	fraction 25:17
fca003025 5:10	figure	96:14	floor 3:5	24:25 25:1,7,16
fca003037 4:21	filed	7:10	florida 3:12	28:20 53:17
fca003040 4:24	fill	70:17	111:18,24	30:19 81:3
fca003842 6:6	final	65:12	flow 51:7	fractionally
fca004077 6:11	finalize	80:1	fly 42:25 106:24	81:6
fca004335 4:15	finalized	79:24	flying 61:25	fractions
fca004774 5:5	finalizing	52:19	81:6 103:11	103:11
fca004917 5:14		67:12	follow 47:19	103:14
fca004974 5:15	finally	65:17	62:1 71:13	22:1
fca004987 5:19	financed	31:9	follows 8:6	24:25 25:1,7,16
fca005003 5:2	financial	69:18	44:19	28:20 53:17
fca005005 5:4	financially	7:18	ford 23:11	30:19 81:3
fca005033 4:19		110:10	foregoing 16:11	fractionally
fca005036 5:11	find	27:16 41:19	109:1,15 110:12	81:6
fca005214 6:5		45:22 55:10	110:13	fractionals
fca005654 4:17		73:16 86:12		103:11

[freedom - gutchess]

Page 124

freedom 29:22 30:9,16,16,20 31:4 32:3,11,21 32:22 33:1,7,9 48:5 77:22	gives 29:8 global 36:13 38:7 44:20 58:20 76:21 100:17	governs 16:16 gowans 1:13 2:1 4:4 7:8 8:5,11 8:12,13 10:2 69:13 96:11	13:13,16 14:19 14:20,24 15:12 15:23 16:25 17:11,15,20 18:10,23 19:2,8
fund 38:18 funds 36:16,24	go 13:25 27:20 27:25 30:19 35:4 37:14 41:18 43:18 44:1 45:21 48:1	98:25 106:16 107:23 108:2 109:1,6,11 111:4	19:14 20:2 21:10,18 25:25 26:15,20,25 28:3 30:25 34:8
further 106:12 106:25	49:22 50:2,10 51:3 62:16 69:8 71:12,21 75:13 81:11 82:12 86:6 87:13 89:3 92:24 93:25 95:4 107:6	graduate 28:6 graduated 28:8 great 24:8 group 3:11 11:19,23 12:9 12:14 13:18,20 21:22 22:16,20 24:2 47:9 89:18 95:6	35:6,21 36:3,7 37:1,13,19,22 37:24 40:2 41:2 41:4,6,15 43:18 43:21 46:7,15 47:5,22,24 48:12,16,17 49:20 50:8,16 50:19,24 52:2 52:23 54:18 55:1,15,22,24
fyi 52:9	goal 72:1,3,8,11 72:13,14,15,16 72:18 73:9 74:1	groups 53:25 guaranteed 61:5	56:12,14,22 57:21,25 58:6,9 58:15 59:4 60:5 60:7,12,13 61:4 64:3,5 65:7,15 66:2,14 67:24 68:9 69:6 70:3,7
g	goes 60:9 64:20 going 8:20 10:21 13:10 24:3 27:9 32:17 34:4 35:22 36:3 38:1 41:6,9 45:21 46:4 48:8 56:14,21 58:2 58:12,25 65:23 78:4 80:8,24 87:17 92:9 105:19,23	guess 14:21 20:19 23:17 29:8 44:1 45:4 50:24 53:7 guessing 73:15 gulfstream 28:17,19 103:17	73:20,22 74:15 74:23 75:2,18 77:10 79:5,25 80:4,5,14 81:7 81:25 82:3,24 83:7,9 84:2,13 86:6,8,17,23 87:6,12,14,16
g 7:1 g500/600 103:13 game 51:11 gauge 41:19,22 general 12:8 23:25 27:19 generally 24:4 52:4,18 97:19 103:3 generate 51:6 ginger 65:18,18 give 13:4,6,7 15:16 25:5 31:15 33:5 34:4 36:4 47:2 51:24 66:14 74:18 80:21 86:12 89:3 92:10 96:14 101:15 102:4 106:3	good 7:2 8:13 88:6	gut 72:7 gutchess 3:10 4:5 7:24,24 8:8 8:19,20 9:5,8,10 9:13,17,20,23 10:1,2,7,9,25 12:18 13:7,10	
given 34:19 50:25 109:18 110:14			

[gutches - individual]

Page 125

87:23 88:2,16 88:22 89:10,22 90:5 91:8,14,20 92:3,5,9 93:21 94:23,25 95:2 95:22 96:4,8,9 97:18,20,24 98:3,21,23 99:17,24 100:6 100:7,12,14 101:9,11,25 102:13 104:16 105:24 106:3,12 107:1,15 guys 32:10 37:17 38:2,6 50:1 58:16	happy 93:7 harder 55:10 73:23 hardware 32:6 haveles 3:4 80:3 97:16,19,22 100:4 105:18,22 107:3,19 111:1 hayes 40:6 head 33:25 42:23 49:17 55:12 65:19 69:1 83:24 103:22 header 48:10 hedge 38:18 heisten 66:16,18 67:5 helped 29:7 henry 41:25 42:1,24 43:9,10 hereto 16:6 110:19 high 24:1 40:25 66:19,21 67:8 hit 51:11 hoc 77:5 holding 22:6,7 home 51:11 hope 58:4 93:7 hopefully 32:9,9 32:10 hour 36:13,23 37:6 42:10,12 49:21 67:25,25	73:15 76:16,20 96:12,19 hourly 36:15 hours 9:1 15:21 25:10,13 26:22 38:7 39:10 41:23 42:9 43:1 44:21 45:3,5,19 45:22 46:1,5,10 47:10,11,13,15 48:19,21 49:4 50:12 53:10,13 53:17 54:13 55:7,11 57:13 59:1 61:23,24 62:20 63:13,17 63:18,19,21 69:5,20 70:24 71:3 72:18,22 73:5,12,12 74:2 74:4,10 76:5 78:9,12 79:17 80:7 85:22 88:15,19,21 89:1 90:1,13,17 90:21,23 91:7 91:13,16,22,23 93:24 96:12,21 97:5,17,25 98:3 99:9 101:22 104:17 105:9,25 house 80:20 hr 65:19 huh 14:17 32:8 34:14,16 37:21	43:5,25 44:5 49:15 66:17 70:14,15 77:2 80:9 84:24 90:10 92:17 94:6 hutton 74:8 i idea 59:14,15,16 60:15,19 identical 85:4 identified 4:9 5:1 6:1 105:10 identify 103:18 identity 109:13 immediate 24:17 importance 66:3 important 68:20 69:16 include 64:24 65:4 including 16:8 incremental 77:21,25 independent 15:18 17:8 18:21 index 4:1 indications 78:11 indicator 71:23 individual 8:14 38:14 66:20,22
h h 3:4 111:1 half 32:13 67:25 hand 11:21 13:10 14:15 41:6 56:15 84:13 101:11 109:18 handing 37:24 43:21 47:5,24 55:24 58:9 60:7 64:5 65:15 67:13 68:9 74:15 82:3 83:9 95:2 96:9 98:23 100:14 102:1 handles 40:13			

[individual - know]

Page 126

	instrument 109:15	items 91:6	k
		j	
	insurance 104:19,20,21	january 1:17 2:4 7:3 11:5 35:7 108:3 110:21 111:3,4	keep 12:25 16:21 17:2 18:5 51:10 94:18 95:12
	intent 72:12	jay 40:6,14	kennedy 52:3 56:24 64:8,10
	interest 41:19 41:23 43:7 67:6 78:24 79:16,19	jeff 3:13 7:24 10:4 14:12	kennedy's 57:4 kevin 35:8 38:3 38:3,4 75:7 83:10,21 84:2 88:3,4 98:16
	interested 7:18 32:25 43:11,12 54:4 79:13,14 96:20 110:10	jeffrey 3:10 105:18	101:13
	interim 24:10 24:15,16,22,24 39:5,10 42:18 43:1 53:17 77:22,24 80:19 80:21,22 81:1 103:10 104:5 105:1	jet 25:4,6,8,9 28:22 29:2 30:9 31:1,4,7,18,25 36:19 37:7,13 45:2 62:12 95:14,15	key 71:23
	intermediary 26:10	jetsuite 29:2	kind 40:23
	internal 88:7	jim 39:20,21 40:6,13 42:20 44:3 66:18 83:19 98:24	knew 75:4 85:17
	internally 55:5	job 111:4	know 9:4 12:11 12:12,23 13:2
	internet 62:15	joe 3:16 7:15 89:10,11 93:7	18:22 19:3
	interpretations 29:13	jr 3:4 111:1	20:15 23:25
	introducing 45:18	judicial 16:12	32:17 34:24
	involve 81:5	julie 2:5 7:16 110:24	36:12,18 39:16
	involvement 12:6 67:15	july 11:12	42:1,20 43:6
	issue 61:8 88:12 88:17	june 72:24 73:6 74:2,5 100:16	46:14 47:15,17
			47:19 57:25
			58:25 60:18
			63:8 66:23 70:1
			79:9 81:14
			82:18 89:21
			90:6 91:22
			93:20 95:16,17
			95:18,21 96:3
			96:24 97:1,10
			97:11,14,15,24
			98:6,12,20

[know - make]

Page 127

100:16 101:2 102:13,19 104:11 106:24 knowing 80:8 knowledge 15:19 17:8 18:21 23:24 known 109:11 kpi 71:22,22 kyc 64:24 kyle 40:6,14 92:11	lay 15:19 lead 71:7 88:8 leader 68:19 69:13,14 leadership 27:19 leading 89:6,11 89:12,14,22 90:1,15,20 92:12 leased 31:8 leasing 25:17 leaving 63:17 left 73:22 legal 3:16 9:9 15:14 17:4 18:17 19:5,7 64:11 111:23 legitimate 79:20 leona 52:4,24 lessing 83:17 letter 72:12 level 40:25 leverage 102:22 102:24 103:4 leveraging 103:6,9,10 lewis 39:20,21 40:6 43:13 44:3 44:13,19 66:18 82:5 84:16,18 98:24 liability 69:21 licensed 110:3	lift 24:10,15,16 39:5,10 42:18 53:17 77:22 80:19,21,22 81:1 88:25 103:10 104:5,7 105:1 likely 73:16 limitation 46:11 54:10 64:24 limitations 84:21 limited 54:21 73:11,12 limiting 55:2 line 59:1 108:4 lines 28:22 linx 29:2 lisa 3:4 7:22 lisa.coyle 3:7 list 80:21 little 27:20 46:23,23 llc 1:3,15 3:2 7:9 95:14,15 111:4 llp 2:7 3:5 7:22 loan 80:6 located 75:23 location 7:12 loi 72:11 long 23:9 25:2 28:12 53:6 look 13:17 16:1 16:3 24:22 35:12 44:12,15	44:16,17 56:1 57:15,23 59:20 69:8 74:11 76:19 77:1 81:11,13 99:3 99:17 101:15 102:19 looked 93:10 99:5,22 looking 15:5 23:13 51:6,9 84:19 looks 44:9,13 51:6 56:7,8,17 56:18 58:21 59:8 60:10 64:6 68:11 78:7 92:24 100:15 lot 12:4 29:7 104:21 low 23:25
large 48:21 49:4 larger 73:23 77:20 latin 22:10,12 launch 32:11 launched 32:12 law 3:11 16:12 28:8 lawyer 17:6,19 18:22 lawyer's 17:7 lawyers 18:20 65:4			m machine 2:7 made 51:19 61:19 87:10 110:17 magnum 31:25 main 47:6,7,8 47:11,12 95:4,5 96:12,16,17 maintenance 24:20 42:7 104:10,13 make 8:21,21 13:3 41:1 70:22

[make - moment]

Page 128

85:15	94:25 98:21	mean 13:3 17:1	88:23,23 95:6
making 29:16	100:12 101:9,25	18:2 19:18 22:8	102:8 103:11
manage 30:17	marked 13:9,12	27:13 36:23	message 84:15
40:16	34:7 35:5 36:2	39:7,13 41:15	messages
management	37:23 41:5	42:19 51:21	105:12
29:20 30:1	43:14,20 47:4	52:23 54:12	miami 3:12
31:18,18,23	47:23 50:15	61:4 62:18,22	michael 48:2
42:6 84:4	52:1 55:23	69:14,21,24	55:17,19 56:25
100:22,23	56:13 58:8 60:6	70:4 71:9 75:19	97:7
101:12,20	64:4 65:14	77:6,24 79:19	microphones
manager 30:2	66:13 68:8	97:16	7:4
managing 39:21	74:14 82:2 83:8	means 27:14	mid 81:13
39:25 40:2,8,24	84:12 87:22	70:25	middle 85:1
41:18,21 102:9	89:8 92:8 95:1	meant 51:17	midwest 40:14
manufacturers	96:7,8 98:22	89:21	million 24:1
29:7 104:1	100:13 101:10	measure 71:22	80:6
march 4:20,23	101:24	73:4	millions 24:1
5:6,8,12,20	market 23:19	media 105:11	mind 28:15 81:7
43:22 47:7,13	26:6 32:21,22	105:25	mine 86:14
47:25 48:2	42:13,17,25	meeting 75:13	minimum 44:21
50:17 51:25	43:2 45:8 61:12	75:17,18	minus 70:1
55:25 56:8	63:18,19 71:12	membership	minute 68:1
58:11 60:14	76:5,9,10,17,24	37:3 38:4 75:7	74:18 86:12
65:16 66:15	88:11,23,24	88:4	101:15 102:4
78:8,22 79:15	104:4	memory 13:3	minutes 49:22
80:1	marketing 9:11	mente 11:18,23	53:7 106:4
marino 84:4	29:12,15 90:9	12:9,13 13:18	mirrored 87:7
100:22,23	90:12 105:11,13	13:20 21:22	missions 77:19
101:12,19	105:25	22:5,8,16,20	misspoke 50:11
mark 8:23	materials 29:15	24:2 26:1 29:2	mistake 51:19
35:23 37:22	matter 7:8 9:5	32:22 36:11	model 48:3,4,6
43:18 47:22	95:19	39:22 40:11,19	moment 8:21
49:21 55:22	mccausland	44:8 45:2 47:9	14:1 44:23 56:1
56:12 58:7 64:3	79:1,4	53:18 75:1 76:1	88:2
67:25 82:1 83:7		77:5,8,15 88:11	

[moments - okay]

Page 129

moments 87:9	91:22	73:11 93:3,13	99:16,23 102:11
monday 93:7	needs 104:7	94:5	october 73:18
money 69:23 70:12,13	negotiating 71:1	numbered 2:4	oems 103:25
month 49:12	negotiation 12:6	numbers 14:14	offer 29:19,21 29:22 42:11
months 42:14 73:22	negotiations 72:10	nw 3:11	52:5,6 60:15,20 90:16,21
morning 7:2 8:13 87:10 88:6	net 66:20,21 67:8	o	offering 32:5 58:22 59:2
move 54:5 92:6	never 21:4 77:18,18	oath 17:24 109:12 110:6	60:15,17 89:17
moved 11:17	new 1:1 3:6,6 7:11 23:14 27:9	oaths 110:4	offers 29:20
moving 68:1	42:9 45:22 49:13	object 21:17 40:1 48:8 86:22	office 109:18
mros 104:9	nods 49:17 55:12 69:1 83:24 103:22	objection 12:15 14:23 15:11,14	officer 10:13 11:2,5 44:7 110:11
multiple 15:7 25:14	noel 65:18,18	16:23 17:4,14 17:17 18:7,7,17	offload 38:8
mute 7:6	non 4:10	18:25 19:5,12 19:24 21:7,14	oh 10:8,24 22:15 28:3 49:1
mutual 4:10	nondisclosure 12:10,13 13:17 84:7	25:22 26:14,24 27:24 30:18	57:1,24 61:20 69:19 75:2
n	northeast 38:18 40:15	36:25 41:14 46:6,13 52:20	92:13,21 96:19 104:15
n 7:1	notary 109:23	54:16 57:19 58:13 59:3	ok 51:14
name 7:15 8:9 33:24 79:9 83:4 95:8,11 108:2 109:14 110:20	note 7:4 41:7 111:10	60:25 65:25 69:3,25 70:5	okay 9:8,13 10:1,8,21,24,25
names 78:18	noted 109:3	73:19 75:16	11:8,10,13,15
nda 13:8,20 20:9,13 57:6,12	notes 74:11 81:11,14	77:7 79:2,22	11:18 12:4,4,12
near 42:13	notice 8:23	80:11 81:4	12:18,25 13:3
need 8:23 21:17 24:6,16 35:21 38:8 42:10 49:5 85:2,2 88:7 96:13,14 105:1 106:23	november 32:13	83:25 86:5,21 87:4 88:14,18	13:22,25 14:3,7 14:16 15:23
needed 55:7 72:5 86:25	number 9:10 14:15 31:21 41:2 44:21	89:20 90:3 91:5 91:11,19 92:1	16:1,20,25 17:11 18:5,14
		93:19 94:20	19:8 20:2,5,12 21:2,22 22:4,11
		95:20 96:2 98:2	22:19 23:7 24:2

[okay - owners]

Page 130

24:5,7,12,23	65:10,20,22	104:6,9 105:2	options 23:2
25:3,5,15,20	66:2,6,10,12,21	106:2,3,5,12	28:24 33:13
26:2,11,15,19	67:2,5,11 68:22	107:1,17,21	34:11,20 44:22
27:5,17,20,22	68:24 69:6,12	ones 26:20	44:23
28:3,6,8,12 29:1	69:16,19 70:13	46:17 69:8	oral 1:12 2:1
29:4,18,24	70:24 71:3,11	103:9,10	orally 55:13
30:15 31:10,10	71:16,24 72:11	online 59:22	order 107:9
31:15,20 32:1	72:13,17 73:1,4	open 45:8 63:18	ordering 111:15
32:14,16 33:1	74:7,10,13 75:2	63:19 76:10	organization
33:10,15,18	75:6,9,12,18	opened 64:14	15:25 27:19
34:1,1,3,22 35:4	76:3,15,21,23	72:8	original 44:1
35:20 36:10,20	77:1,12 78:4,11	operate 25:18	60:1,2 94:7,14
37:4,8,17 38:6	78:14,21 79:1	27:14 29:20	104:1
38:14,19,25	79:11,15 80:4	operating 44:7	outcome 7:19
39:4,13,19 40:8	80:21,25 81:2,9	operational	110:10
40:16,19,21,23	81:15 82:13,20	106:23	outside 88:25
41:12,21,25	82:25 83:2,7,16	operator 27:11	outsourcing
42:8 43:6,13,18	83:19,21 84:6	28:22 30:2	30:21
44:9,19 45:4,12	84:13,18 85:8	operators 31:22	overflying
45:20,21,24	85:10 86:15,16	opportunities	53:17 80:19
46:11,19 47:2	87:23 88:6,16	48:21 49:9	overhaul 104:10
47:10,19 48:7	88:22 89:14,16	opportunity	oversight 4:14
49:1,24 50:14	89:22,25 90:8	44:10 46:24	overview 66:25
50:21 51:21,24	90:15 91:24	48:24 49:2,3	67:2 70:20,21
52:18 53:1,4,8	92:7,13,20,23	51:4,18 59:9	75:10 76:4
53:11,19,22	93:6,11,21,25	72:8 75:4 77:18	own 15:18 17:8
54:1,7,12,14,18	94:5,13 95:17	82:6,7,21 83:22	39:3,3 90:2
55:6,15,21 56:7	96:19,22,24	84:4 89:6,18	98:11 103:2
56:11 57:1,11	97:1,8,22 98:5,7	90:16 93:13	owned 31:8
57:15,21 58:6	98:13,15,17	option 34:21	owner 29:21
59:10 60:2,4,7	99:8,11 100:11	44:25 45:1,15	30:3 38:18 45:5
60:12,19,23	101:5,16,21	45:16,20,25	45:19
61:20 62:2,6,8	102:5,10,13,18	46:16,16,20,21	owners 27:15
62:11,16,24	103:2,7,9,16,18	46:22,22 62:19	53:17 103:13,17
63:6,10,24 65:7	103:20,25 104:4		103:18

[ownership - presentation]

Page 131

ownership 30:10,21	partner 31:25 partners 89:18 89:19 95:14,15	105:10 109:14 personal 22:8 personally 109:11	107:4 111:12 pllc 3:11 point 47:1 49:13 79:23
p	parts 75:24 party 7:18 16:6 passenger 64:25 passengers 88:9	peter 3:4 79:1,4 111:1 peter.haveles 3:7 111:2	policy 16:16 portions 107:11 position 10:16 10:19 11:1 40:25
p 7:1 p.m. 2:5 59:21 87:19,19 106:9 106:9 107:23,25	past 11:21,24 13:23 paste 19:19 pasted 44:13 62:8	phones 7:6 photo 62:12 photographs 83:4	positions 11:18 11:21,23
pacheco 3:10 7:25 37:21 41:3	pat 83:13,14,15 101:12,19	pick 7:5 36:17 51:10 62:20	possible 32:25 54:6 73:13
page 4:1 14:9 34:13 38:2 58:16,19 59:20 60:11 62:3,11 62:17 64:17 76:4,16 77:1 102:21 105:3 108:4	pause 21:15 26:17 86:22	picture 25:12 piggyback 94:9	potential 20:8 20:12 48:18 89:23 107:9
paid 69:20,22 73:6 74:2 97:15 98:10	pax 88:9 pay 25:9 70:14 96:13 97:4,8,11 97:25 98:1	pioneer 1:2,15 3:2 7:8 111:4	powerpoint 59:5 83:23 84:4
parent 15:25 22:5	people 45:22 55:10 80:8 81:5 96:1,5	place 19:10,15 20:23 102:10,14	pre 25:9 64:21 65:2,8,11 69:20 73:6 74:2
part 28:11 40:13 41:21 62:19 66:5 68:19 90:11	placed 19:22 91:10,18	plaintiff 1:4,9 7:23 8:1	prefer 34:21 preference 46:25
particular 42:21	percent 72:18 73:5 74:2 76:16 76:23,25	plan 68:16,17 68:18 69:2,4,10 71:12 73:1 78:4	preferred 24:21 46:17
parties 9:14 10:6 16:6 17:22 18:1,12,15 19:11 20:3 32:25 57:8 110:8 111:15	percentage 74:4 performance 71:23	planes 29:8 plans 69:7 play 27:5 99:11 played 51:19	prepare 34:22 75:9
	period 110:18 permission 20:23	please 7:4,5,20 8:3,9 58:17	prepared 59:4 69:10 101:2 106:18,22
	permit 16:10 person 42:17 57:6,12 88:20	person 42:17 74:18 101:15 102:4 105:21	present 7:20 presentation 19:10,11,16,22 20:3,14,23

[presentation - putting]

Page 132

34:10,23 59:8 59:11 62:9 74:25 79:12 82:6,11,13,20 85:12,20 87:3 90:25 91:10,18 93:10,18 94:2 95:8 99:25 102:8,10,14,20 103:1 presentations 84:19 99:22 presented 84:4 presenting 75:5 president 8:15 11:2,4,25 18:23 19:2 27:7,18 47:8 95:5 96:17 presold 78:9 presume 70:16 pretty 23:17 81:17 previously 10:19 91:17 92:14 price 23:21 36:18 71:4 76:6 76:9,9,20,24 96:12 pricing 48:3,4,6 primary 72:14 72:15 78:14,19 prior 81:10 99:21,25 110:5	priority 99:18 100:9 privacy 16:16 private 7:5 36:19 37:7,13 76:12 95:14,15 proactive 105:8 probably 25:1 38:8 82:19 problem 35:25 procedure 2:9 111:24,24 proceed 8:4 proceedings 4:3 107:25 process 16:13 52:19 105:4,6,7 proctor 13:18 36:11 38:2,6 43:17 44:3,9,22 47:7 52:3,8,15 53:22 56:8,16 57:5 58:2,10,15 59:21 60:14 64:7 68:11 70:25 82:5 89:4 89:16,25 90:20 101:7 proctor's 44:13 produced 2:2 product 48:5 59:12,13,18 71:3,9 products 29:18 29:23 30:24	34:11 profit 46:23 69:24 70:1,2,8 program 14:10 14:21 15:1 30:25 33:11,12 36:16 37:3 42:12,16 43:4 57:7 59:22 60:22 86:3 91:9 91:17,25 106:17 106:20 programs 29:22 30:5,22 38:4 67:6 75:8 76:12 promotion 29:16 proposal 4:14 56:5 57:2 58:19 59:11,23,25 93:8 proposing 95:25 96:5 prospect 32:23 34:10 79:21 82:6 96:20,22 prospective 9:18 prospects 71:25 72:5 82:12,17 82:18 proved 109:12 provide 21:19 21:24 22:23 27:10 54:19	61:11 provided 16:11 64:21 110:18 provider 25:18 providers 30:13 31:23 providing 29:15 provision 20:9 provisions 2:9 public 36:21,22 109:23 publicly 103:19 pulse 105:23 purchase 25:10 25:13 45:25 48:19,21 78:12 purchased 42:9 70:24 72:22 76:5 104:7 purchaser 46:5 91:22 purchasing 24:17 25:17 30:6 79:17 purpose 27:8 75:3 purposes 109:16 pursuant 2:8 put 36:16,24 48:13 59:10,17 85:11,19 87:3 91:4 105:19 putting 58:21
--	--	---	---

[qi - reporter]

Page 133

q	rarely 49:4 rate 36:15 37:4 38:9 rather 51:19 61:23 ray 34:25 35:1,2 35:8 38:15,17 65:17,20 66:1 100:25 reach 74:1 83:3 104:6 reached 49:20 67:25 read 14:25 16:4 16:18,25 45:9 48:23 51:5 64:14,16 84:25 85:1 88:2 93:22 94:10 107:4,7 109:1 111:8 reading 16:5 45:1 74:9 99:2 really 53:21 64:19 reason 11:15 108:4 111:10 reasonable 64:23 111:17 reasons 64:23 recall 13:22 46:15 52:6,14 52:16,18 53:8 53:11,12,22 54:1,3,14 55:18 64:13,16 65:1	67:20 79:15 92:19,22 100:10 receipt 111:17 received 15:17 69:23 receiving 20:13 84:7 recognize 14:1 35:10 36:8 56:2 68:13 74:16 82:8 89:6 100:19 101:14 101:16 102:3,5 recollection 13:19 16:20 46:7 record 2:10 7:3 7:21 8:10 16:4 50:3,7 68:3,7 85:1 87:13,17 87:21 94:10 106:6,7,11 107:5,23 110:14 recorded 7:7 110:12 reduce 69:20,22 reduced 36:16 36:24 refer 12:23 reference 67:3 referenced 111:6 referring 86:11 88:13 92:2 93:9 93:18 105:5	refers 86:19 92:25 refresh 13:19 16:20 regard 111:19 regarding 9:14 20:9 22:17 57:12 93:12 register 29:17 regular 45:8 regulation 16:12 reject 64:23 related 7:17 16:7 relative 110:7,8 relevant 91:6 remain 45:5 remember 23:6 33:4,24 54:8,9 59:19 63:9 67:14 74:11 98:20 renew 33:22 rep 8:25 repair 104:10 repeated 85:6 replacement 24:19 replacing 30:10 report 43:15,16 reported 2:6 reporter 7:16 8:3 110:2,18
r	r 7:1 rack 37:4 random 48:20 range 23:25 ranges 23:21	reference 67:3 referenced 111:6 referring 86:11 88:13 92:2 93:9 93:18 105:5	

[reporter's - saying]

Page 134

reporter's 4:7 110:1 reports 43:17 representative 1:14 41:8 90:8 representatives 40:10 representing 7:15 represents 26:3 26:8 requested 110:16,17 required 16:12 resale 15:22 resell 26:23 45:7 46:2,5 48:19,22 71:10 77:5,10 77:11 80:13 90:1 reselling 85:22 93:23 reserve 107:3,7 resign 11:11 respect 90:12 respond 36:14 67:5 responded 43:6 responds 44:22 51:4 response 38:10 48:23 51:5,13 51:14 54:1 55:18 61:13 85:1 95:13	responsibilities 27:17 66:7 responsibility 39:23 69:15 71:11,16 responsible 40:17 101:5 restart 49:23 restivo 44:4 restriction 61:2 restrictions 85:15 86:24 retail 84:22 returned 111:16 reuse 77:8 revenue 70:1 review 14:1 44:23 57:17 85:2 99:14 110:15 111:7 reviewed 12:4 74:20 right 8:12,16,19 9:2 14:8,15,22 16:1 18:24 19:21 20:3,6,18 20:21,25 23:3 23:16,18,20 25:11 28:23 30:8 31:2 32:24 33:17 35:23 36:3,22 37:24 39:17 41:1,4 42:22 44:25 46:3 47:2 48:15	49:6,11,14,16 49:20 50:8 51:7 55:9 56:14 58:6 58:23 63:14,22 66:14 67:18,24 68:9 71:1,7 73:14,20,25 76:10,24 77:14 78:17 81:2,25 85:12,18,24 86:1,11,23 87:1 90:9,24 91:8,14 91:17,20 92:9 92:16 93:4,10 93:18 94:3,17 94:19 96:9 98:8 100:2 101:25 103:21 104:17 107:4,7 ring 29:17 risk 46:22 rnr 2:5 110:24 rock 68:17,17 68:25 69:2,7,10 69:12,13,14,15 69:16 70:20,21 70:23 78:4 rocks 68:19,20 rodgers 48:2,13 48:17 51:4 52:9 52:15 56:17 58:11 82:5 96:11 97:7 role 11:17 27:5 99:11	roles 40:8 room 49:25 50:1 50:2 ross 2:7 7:13 roughly 42:10 rule 16:12 111:24,25 rules 2:8 111:18 run 37:17 51:11 runs 38:4 73:17 s s 7:1 sales 8:25 9:11 28:16,17 29:4,6 29:6,11,16 33:1 33:3 35:2 65:21 66:1,5,6 75:1,10 75:13 76:3 82:11,13,20 90:9,12 102:22 102:24 103:4 105:3,6,6,7 salesforce 81:8 81:12 salespeople 75:23 98:11 salesperson 28:19,20,25 42:4 98:15 salient 94:11 save 35:24 saying 42:16 45:20 52:3 53:23 64:8 79:25 80:10
--	---	---	---

[says - sold]

Page 135

says 14:14,25 15:1 21:2 36:12 38:2,6,10 47:11 48:9,11,13,17 51:9 52:9 58:16 58:18 59:20 61:14,22 68:17 76:19 84:19 88:22 93:17 99:18 100:8 scenario 45:4 schneider 35:8 school 28:8 seal 109:18 second 21:15 26:19 59:20 72:25 73:1 99:18 section 70:16,20 70:21 security 80:8 see 12:5 14:11 21:2 35:15 36:11 38:2,10 42:8 43:3 44:2 44:24 48:9 51:12 52:12 57:4,9 58:3,16 60:13 61:13,18 61:19,22 64:8 64:10 67:4 71:14 76:7 84:17,18,21,23 88:6 89:16 90:15,18 91:2	93:6,15,25 94:5 99:1 seen 12:12 13:22,23 14:5 35:11 41:10,12 48:4 103:21 segment 31:14 31:16 103:14,16 select 89:18 sell 29:8 42:10 42:24 55:7 61:23 69:20 73:12,13,18,23 76:16,23 80:7 81:17 105:9 seller 26:4,9 sellers 45:10 selling 24:18 28:25 72:17 73:15 88:8,15 97:5 send 43:14 58:17 82:16 84:10 sending 83:21 84:3 sends 71:13 senior 39:21,23 39:24,25 sensitive 7:4 sent 9:6 83:13 100:15 september 12:2 12:2 73:17	series 56:5 service 27:9 30:10 32:6 38:21 39:12 104:12 services 1:2,3,15 1:16 3:2,3 4:16 7:9,9 22:22 26:9 26:9 29:19 30:10,22 33:19 33:20 35:13,14 35:18 82:19 88:5 111:4,4 share 25:16,17 57:7 74:25 94:7 94:14,21 shares 22:2 sheet 111:11,13 shorthand 2:7 110:2 show 34:1 61:21 sic 11:4 44:20 76:20 side 96:13 97:2 sides 29:14 sign 12:9 20:9 20:13 57:12 80:8 84:7 101:22 107:4,7 111:12 signature 4:6 108:1 109:2 110:23 signed 12:14 13:18 72:11	79:6 111:21 significantly 90:17 signs 57:6 similar 25:9 simply 19:9 single 23:25 51:16 88:19 singles 51:9 sits 75:21 six 77:4 size 77:3 skip 35:24 small 88:8 smaller 77:20 78:1 88:15 social 105:11,13 105:25 softbank 12:6,9 12:13 13:7,17 13:20 15:22 software 32:6 solairus 31:19 sold 47:11,13,15 47:17 63:11,25 73:5 74:2,4 77:20 98:7,8
---	--	---	---

[solution - target]

Page 136

solution 24:17 24:21,22	specifics 52:21 55:20 81:23	straight 60:15 60:17	suite 2:8 3:11 7:13
solutions 3:16 24:24 111:23	spectrum 22:2 30:23	strategic 11:17	support 4:16 29:6,16 35:13
somebody 39:8 40:24 58:21	spoke 96:11	strategy 9:11 10:13 11:25	35:14
somebody's 104:12	stamp 34:5 35:6 36:4 37:25 64:6 65:16 74:16	stretch 72:13,15 72:18	sure 8:21,21 20:16 35:22
sorry 9:3 10:4,8 11:7,14 14:12 14:17 17:14 19:13 21:9 23:8 26:16,18 37:11 40:1 43:8 45:11 45:15,17 49:19 50:19 54:23,25 55:14 57:3 58:24 63:23 73:21 74:8,24 76:4 77:8 79:9 81:15 83:1 84:1 91:23 92:22 97:12,21 104:15 105:17	82:4 84:14 87:24 98:24 102:1	strike 92:5 string 4:18,20 4:23 5:2,3,5,6,8 5:9,11,12,20,23 6:2,3,9	39:4,13 41:1 85:15 87:12
sort 25:12 29:14	stamped 13:11 13:14	strong 78:11 79:16,19	swear 8:3
source 61:11	stares 75:22	studies 22:25,25	sworn 2:3 8:6
southeast 40:14	start 12:7 37:12 50:8 87:23	study 28:4	t
southern 1:1 7:11	starts 34:4 56:15	styled 2:3	t 71:4
space 31:18	startup 28:20	subject 16:16 45:10 47:10	t's 85:5,16,21,25
specific 23:24 34:23 52:16 54:2	state 2:6 7:20 8:9 107:5 109:8 109:24 110:3	48:2 59:1 82:5	take 8:20 13:25
specifically 58:14 99:8	stated 2:9	subscribed 109:15 110:20	16:3 19:9,14 21:4 23:9 28:14
	statement 85:8	subsequent 24:19	29:24 33:12
	states 1:1 7:10 16:5	success 71:22 73:4	35:12 39:9
	statute 111:18	suggest 48:10 63:10	44:16,23 49:21
	stenographica... 110:12	suggested 60:21 111:16	56:1 61:20 68:1
	steve 47:6,7,8 47:12 88:8 95:4 95:5 96:11,16 96:17	suggesting 42:24	80:6 81:25
	stipulations 4:3	suggestions 61:14,19,21	87:14 88:2 99:3 102:10
			taken 2:3 7:8
			talk 15:21 24:3
			talked 78:21 80:18 81:24
			talking 14:14 15:8 37:12 99:25
			talks 34:11
			target 53:25 78:19 104:4

[targeted - try]

Page 137

targeted 71:12 71:25 103:14	testified 8:6 91:17	third 9:14 10:6 17:21 18:1,11	took 19:21 85:10,19 87:2
targets 33:1,3 53:16 78:13,14 80:18	testify 15:18 17:6,8 18:19	18:15 19:11 20:3 57:8	102:14
team 51:16 75:1 75:10,13 76:3	testimony 15:17 17:24 110:12,14 111:8,17	thomas 42:1 43:9,10	top 33:24 42:13 42:17,25 58:15 58:16 80:22
teams 75:17,18	texas 2:6,8 7:14 110:3	thought 22:10 22:11 43:12	topic 9:1
tell 14:13 15:2 27:23 46:19 51:5 58:11 92:18 104:17,25	text 5:22 84:15 thank 13:15 14:16 34:6 36:6 50:14,18 88:1	53:10,13 74:24 79:20 97:23	topics 8:15,18 8:21,22
tells 92:16	thoughts 38:9 58:17	three 14:8 29:22	track 95:12
ten 33:6 72:11		53:16,24 74:6,7	trademarks 9:21
term 19:7 25:2 25:19	thanks 48:13 96:15	78:15,15 80:18 98:8	transaction 26:4,5 77:22 80:23
termed 24:10	theirs 54:5	throwing 50:19	transactions 47:9 95:5 96:18
terms 13:2 16:8 18:5,11,14 19:9 19:10,11,14,15 19:22 20:10,23 21:6,12,20 23:25 39:16 42:16 52:4 67:14 71:5 78:18 79:23 84:20 85:10 86:10,17,19 91:3,9,16,24 94:11 106:16,20 106:23	thing 15:9 44:18 84:21	time 7:6 25:13 28:10 31:2 35:11,24 53:16	transcript 107:11 110:13 110:16 111:6,20
territories 40:12 40:17	things 24:9 37:15 68:20 86:25	59:12 61:6,9,10 63:20 69:7 72:21 73:12,24	transcripts 111:14
territory 40:10	think 9:25 10:4 14:7 27:4 35:23 38:25 42:11 53:24 60:19 67:14 72:17 84:6,9 87:9 96:6	87:14	transitioned 11:12,16
	thinking 42:20 60:18 68:24 80:7	timezone 11:5	travel 4:14
	thinks 42:13,14 42:17	title 10:12 66:8 69:12	treat 16:15 51:15
		titled 102:21	trip 25:13,13 33:13,13 34:19
		today 28:15	34:21
		together 48:14 58:22 75:14	trips 25:14
		told 17:6 64:19 67:21	true 85:8 109:3 110:13
		tomorrow 52:11 58:3	try 45:7 77:15 90:1

[trying - vistajet]

Page 138

trying 49:16 79:18 86:12 95:12 103:4	understand 8:13,22 17:1,12 52:21 58:2 95:22	using 91:6 100:5 103:2 usually 25:19 48:11 utilities 33:20	videotaped 1:12 2:1 vince 44:3,6,7 visit 105:10 vista 36:12,15 38:7 41:23 47:10 58:22 61:6,10,15 62:17,20,23,25 63:1,2,5,6,7 69:12 75:10 82:7,21 83:22 84:3,22 89:5 95:8 100:2,3
turn 76:15 102:21	understanding 15:2,12 42:15 93:22	v v 1:6	
twenty 53:7	unique 48:24 49:1,3 51:4 77:13	varies 23:10,13 31:14	
two 23:12 26:10 29:14 32:19 33:17 35:18 44:22,23 45:15 45:16,25 46:16 46:22 51:10 61:9 68:20 72:10,10 76:19 82:16,18 99:3	united 1:1 7:10 28:21	various 24:23 30:5,13,22 33:12	
tx 110:25	university 28:1	vary 80:23	
type 22:22	unreasonably 16:14 64:23	ventures 10:11	
types 21:24	unsold 63:13	verified 62:10	vistajet 1:7 2:2
u		verify 111:9	3:9 7:10,25 8:25
uh 14:17 32:8 34:14,16 37:21 43:5,25 44:5 49:15 66:17 70:15 77:2 80:9 84:24 90:10 94:6	update 64:8	veritext 3:16 7:15,17 111:14 111:23	9:14 12:7,19
ultra 67:8	use 9:20 39:10 54:13 73:13,24 77:9,10 83:4 85:23 86:14 90:23 91:13,16 91:22 104:17	veritext.com 111:14	13:1 15:22
unavailable 24:21,22 89:2	used 23:15,17 39:5,14 65:11 85:21 100:2 111:20	version 100:8 100:18	16:15,17,22
under 9:1 17:24 63:21 109:12,18 111:18	user 39:2 46:11 77:4,5 85:17 95:23 106:23	versus 7:9	17:3,13,16,21
undersigned 110:2	users 45:11 46:5 46:9 54:11 55:2 63:11,16 72:4 77:4 80:19 81:3 85:4	vice 11:25 47:8 95:5 96:17	18:1,6,11,15
		video 7:7 75:19 75:22	19:9,15 20:22
		videographer 3:15 7:2,16 8:2	21:4,10,18
		50:3,6 68:3,6	42:25 44:10
		87:8,15,17,20	45:3 52:4,19
		106:7,10 107:2	57:3,13 58:20
		107:17,21	59:1,2,9 62:7,12
			64:22,25 67:3
			69:4 76:10,19
			83:3 84:9 85:3,7
			89:1,2 90:12,21
			91:9,17,25
			92:14 93:8,14
			93:23 94:2,3,8
			94:16 97:17,20

[vistajet - zero]

Page 139

97:25 98:3 99:9 101:22 105:25 111:4 vistajet's 9:21 vooss 35:8 38:3,3 38:4 58:10 75:6 75:7 83:11,21 84:2 88:3,4 98:16 101:13 vp 35:2 65:21 65:22 66:6 vs 111:4	we've 49:20 67:24 99:22 103:20 website 36:21 36:22 37:14 62:7 went 28:1,10,16 28:17,17,19,20 28:21,24 78:15 western 40:13 whereof 110:20 whispering 7:5 willing 97:4 willis 3:16 7:15 withheld 16:14 64:23 witness 2:2 7:23 8:3 10:24 14:13 14:16 21:16 26:16,18 35:25 37:11 49:17,24 50:22 54:23,25 55:12 57:24 69:1 83:24 86:15 97:21 103:22 104:15 105:17,21 106:5 108:2 110:5,14 110:20 111:8,10 111:12,20 work 28:10 42:12,16 75:12 77:12 worked 92:14	working 101:5,8 works 83:15,18 89:11 92:12 98:17 world 40:24 worries 50:22 50:23 87:16 worth 66:20,21 67:8 writes 41:25 42:8 43:3 57:5 59:21 60:14 89:17 90:15 93:3,6 writing 16:6 21:3,5,11 written 21:19 90:7	32:12,13,18,18 32:18 49:12 years 25:19 32:19 york 1:1 3:6,6 7:11 z zero 33:9
w			
w 3:10 wagman 92:11 92:13 93:2,3,6			x
wait 23:12 59:21 waiting 39:11 82:16			x 110:16
walk 51:15 76:3			y
wallace 83:14 83:14,15 101:12 101:19			yacone 83:19 yeah 10:7 13:5 14:19 15:2 18:4 20:19 21:16
want 12:7 14:12 50:1 55:10 57:23 80:7			28:3 30:4 41:16 41:17 45:14,15 45:16 48:12 58:25 73:10
wanted 54:5,21 76:23 85:15 97:23			74:19,23 82:24 83:12 97:18,24 105:6
way 36:15,17 72:10,10 80:10			year 11:12,14 23:12 28:13
ways 30:5,23 51:6			